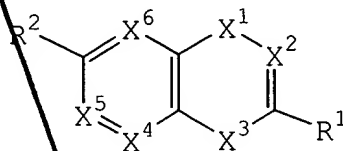


AMENDMENTS

Delete claims 11 and 36.

Replace claims 10 as follows:

10. (amended twice) A compound of formula (I)



(I)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts and solvates thereof wherein:

X¹ is C=O;

X² is CR³;

X³ is -NH-;

X⁴ is CR⁴;

X⁵ is CR⁵;

X⁶ is CR⁶;

R¹ is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl, or heteroaryl;

R² is cyano or a substituted or unsubstituted monocyclic heteroaryl group;

R³ is hydrogen, hydroxy, halogen, cyano, CO₂R⁷, NR⁸R⁹, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl or heteroaryl;

R⁴, R⁵, and R⁶ are independently selected from the group consisting of hydrogen, halogen, nitro, cyano,

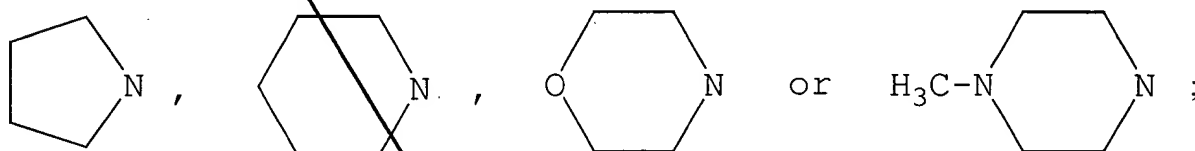
O-R⁷, NR⁸R⁹, SR⁷, S(O)R⁷, SO₂R⁷, SO₃R⁷, SO₂NR⁸R⁹, CO₂R⁷, C(O)NR⁸R⁹, C(O)alkyl, C(O)substituted alkyl, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl and substituted alkynyl;

R⁷, R¹⁰, and R¹¹, are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, C(O)alkyl, C(O)substituted alkyl, C(O)cycloalkyl, C(O) substituted cycloalkyl, C(O)aryl, C(O)substituted aryl, C(O)Oalkyl, C(O)Osubstituted alkyl, C(O)heterocycloalkyl, C(O)heteroaryl, aryl, substituted aryl, heterocycloalkyl and heteroaryl; and

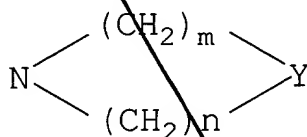
R^8 and R^9 are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, alkenyl, alkynyl, C(O)alkyl, C(O)substituted alkyl, C(O)cycloalkyl, C(O)substituted cycloalkyl, C(O)aryl, C(O)substituted aryl, C(O)Oalkyl, C(O)Osubstituted alkyl, C(O)heterocycloalkyl, C(O)heteroaryl, aryl, substituted aryl, heterocycloalkyl, and heteroaryl or R^8 and R^9 taken together with the nitrogen atom to which they are attached complete a heterocycloalkyl or heteroaryl ring;

with the following provisos:

- (a) when R^1 is substituted or meta unsubstituted phenyl, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not PhCONH,



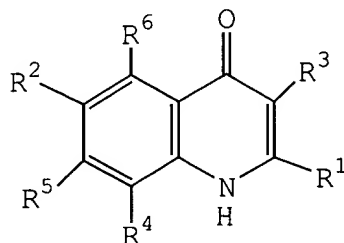
- (b) when R^1 is phenyl substituted with H, F, Cl, Br, I, CH₃, CF₃, OH, OCH₃, OCF₃, OCH₂CH₃, NH₂, NHCH₃, N(CH₃)₂, O-benzyl, -C(=O)-R₀, or -C(=O)-OR₀ and R₀ is a lower alkyl group, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not



where Y is CH₂, O or S, m and n are each greater than 1, and the sum of m and n is between 3 and 6; and

- (c) when R^2 is heteroaryl, at least one of the heteroatoms must be O.

12. (amended) A compound of Claim 10 of formula (III)



(III)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates thereof wherein:

R^2 is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl, or substituted 5-oxazolyl;

R^3 is hydrogen, hydroxy, NR^8R^9 , alkyl of 1 to 4 carbons, alkenyl of 2 to 4 carbons, alkynyl of 2 to 4 carbons, substituted alkyl of 1 to 4 carbons, phenyl, substituted phenyl, cycloalkyl of 5 to 7 carbons, substituted cycloalkyl of 5 to 7 carbons, monocyclic heterocycloalkyl and monocyclic heteroaryl;

R^4 is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, CF_3 , OCF_3 , OCH_3 , SCH_3 , $S(O)CH_3$, or $S(O)_2CH_3$;

R^5 is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, vinyl, CF_3 , CF_2CF_3 , $CH=CF_2$, OCH_3 , OCF_3 , $OCHF_2$, SCH_3 , $S(O)CH_3$, or $S(O)_2CH_3$; and

R^6 is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, CF_3 , OCH_3 , OCF_3 , SCH_3 , $S(O)CH_3$, and $S(O)_2CH_3$.

13. (amended) A compound of Claim 12 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates wherein:

R^2 is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl, substituted 5-oxazolyl or heteroaryl;

R^3 is hydrogen, hydroxy, halogen, methyl or NR^8R^9 ;

R^4 is hydrogen;

R^5 is halogen, methyl, ethyl, substituted alkenyl, alkyne, OMe or OCF_3 ; and

R^6 is hydrogen.

14. (amended) A compound of Claim 13 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates wherein:

R^2 is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl or substituted 5-oxazolyl;

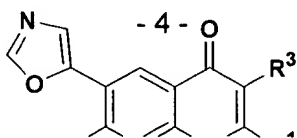
R^3 is hydrogen, hydroxy, halogen or methyl;

R^4 is hydrogen;

R^5 is halogen, methyl or OMe; and

R^6 is hydrogen.

15. (amended) A compound of Claim 10 of formula (V)



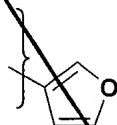
(V)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates

selected from:

a compound of formula (V) wherein:

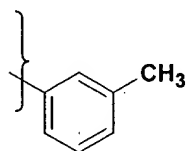
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

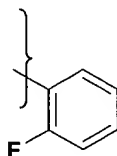
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is



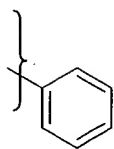
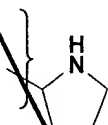
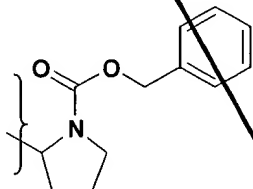
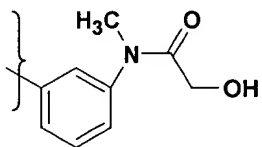
and R³ is hydrogen;

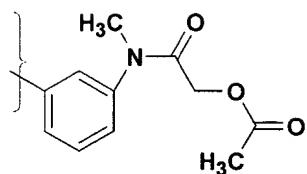
a compound of formula (V) wherein:

R¹ is CH₃ and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

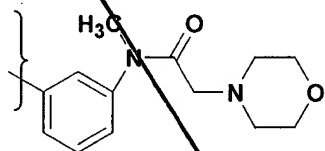

~~and R³ is CH₃;~~
~~a compound of formula (V) wherein:~~
~~R¹ is~~

~~and R³ is hydrogen;~~
~~a compound of formula (V) wherein:~~
~~R¹ is~~

~~and R³ is hydrogen;~~
~~a compound of formula (V) wherein:~~
~~R¹ is~~

~~and R³ is hydrogen;~~
~~a compound of formula (V) wherein:~~
~~R¹ is~~



and R³ is hydrogen;

a compound of formula (V) wherein:

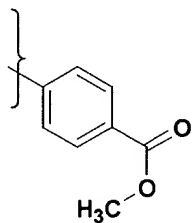
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

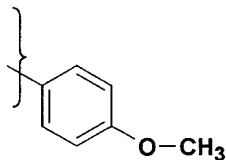
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

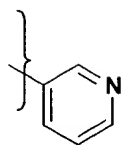
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

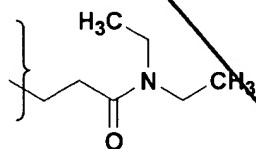
R¹ is



and R^3 is hydrogen;

a compound of formula (V) wherein:

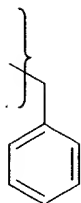
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

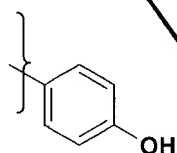
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

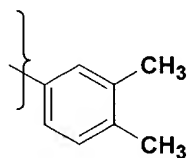
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

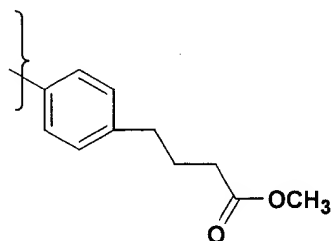
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

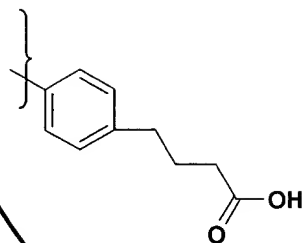
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

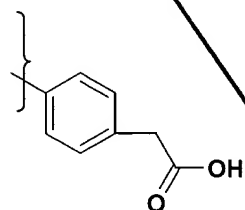
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

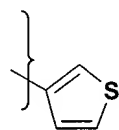
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

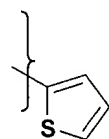
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

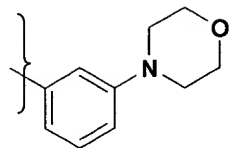
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

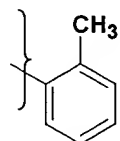
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

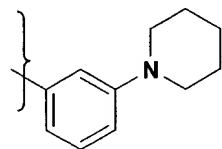
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

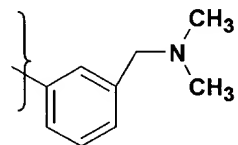
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

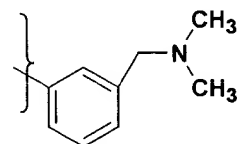
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

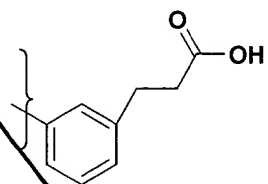
R^1 is



and R³ is Br;

a compound of formula (V) wherein:

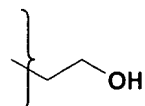
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

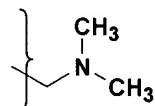
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

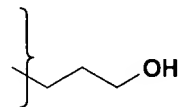
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

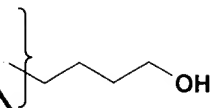


and R³ is hydrogen;

a compound of formula (V) wherein:

B¹
cont

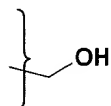
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

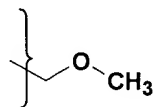
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

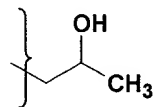
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

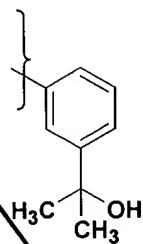


and R³ is hydrogen;

a compound of formula (V) wherein:

B¹
cont

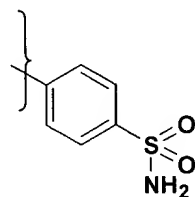
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

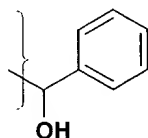


B²

and R³ is hydrogen;

a compound of formula (V) wherein:

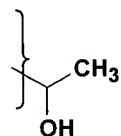
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

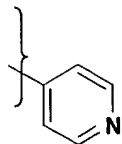


and R³ is hydrogen;

a compound of formula (V) wherein:

B¹
cont

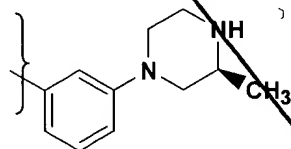
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

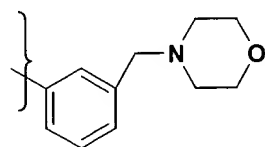
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

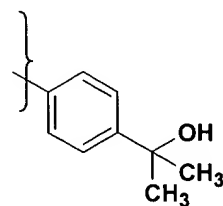
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

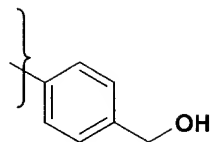
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

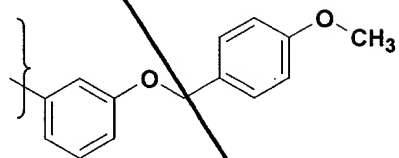
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

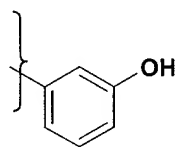
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

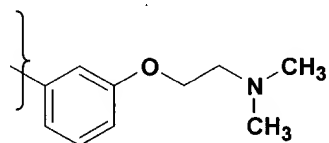
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

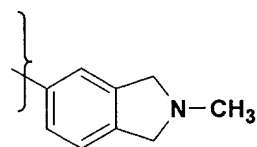
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

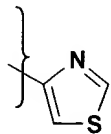
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

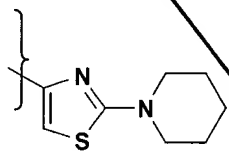
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

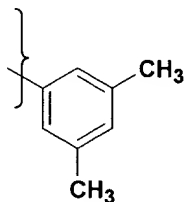
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

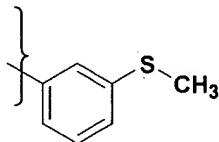
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

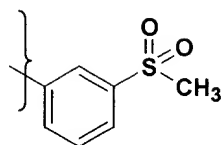
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

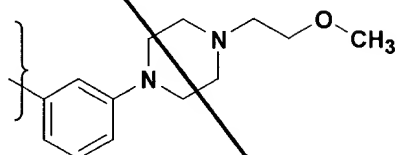
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

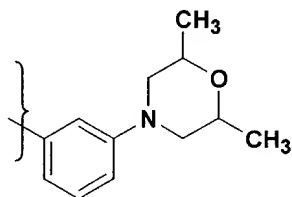
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

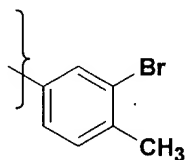
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is



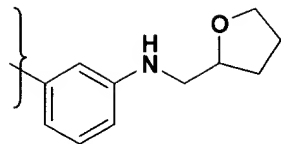
and R^3 is hydrogen;

a compound of formula (V) wherein:

B¹
cont

B²

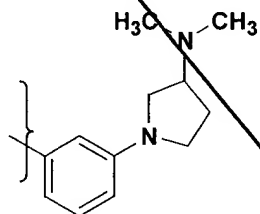
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

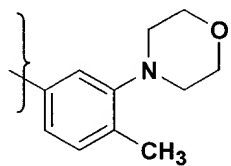
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

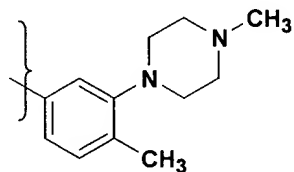
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

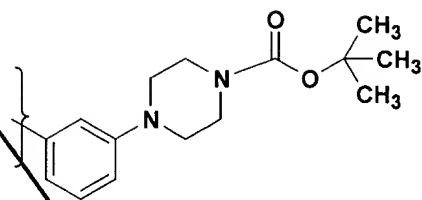
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

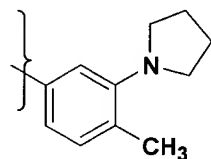
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

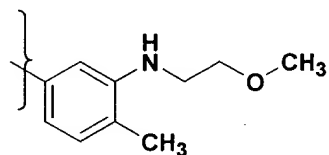
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

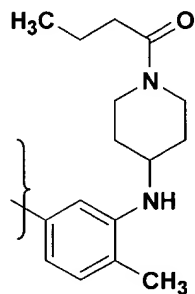
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

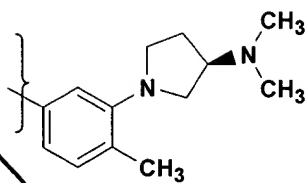
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

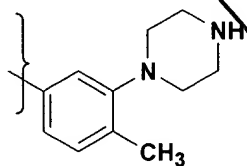
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

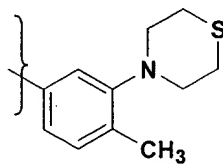
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

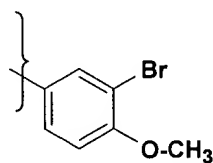
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is



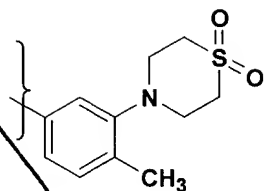
and R³ is hydrogen;

a compound of formula (V) wherein:

B¹
cont

B²

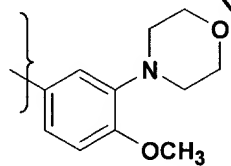
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

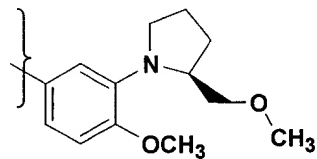
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

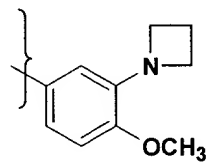
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

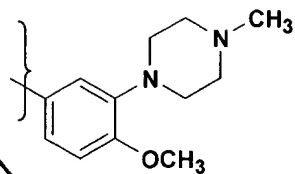
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

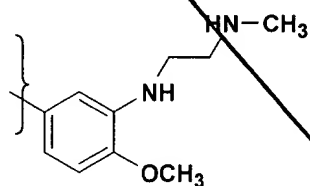
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

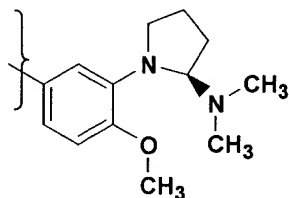
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

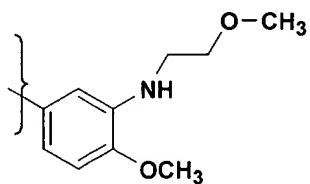
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is



and R³ is hydrogen;

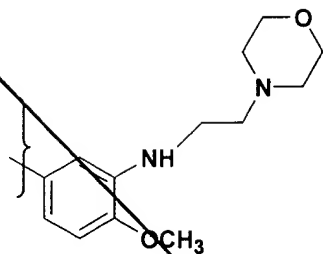
a compound of formula (V) wherein:

*B¹
cont*

B²

B¹
cont

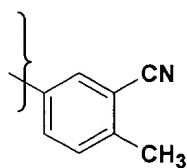
R¹ is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

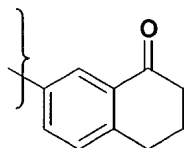


and R^3 is hydrogen;

B²

a compound of formula (V) wherein:

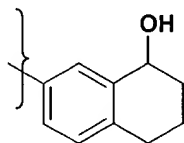
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

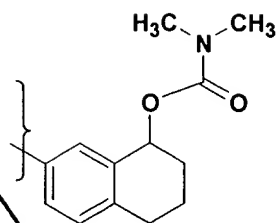


and R^3 is hydrogen;

a compound of formula (V) wherein:

b¹ cont

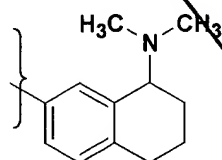
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

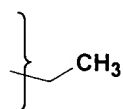


and R³ is hydrogen;

b²

a compound of formula (V) wherein:

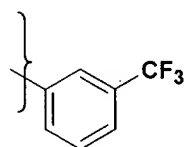
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

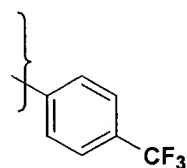
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

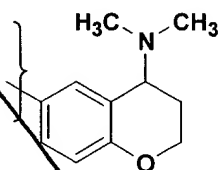
R¹ is



and R^3 is hydrogen;

a compound of formula (V) wherein:

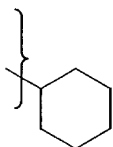
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

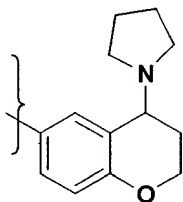
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

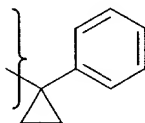
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

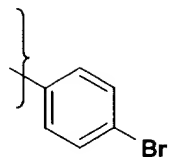
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

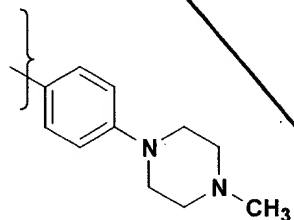
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

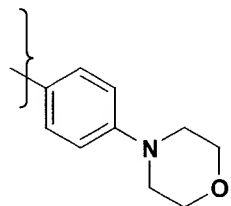
R¹ is



and R³ is hydrogen;

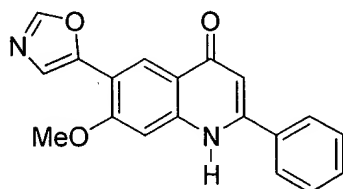
and a compound of formula (V) wherein:

R¹ is

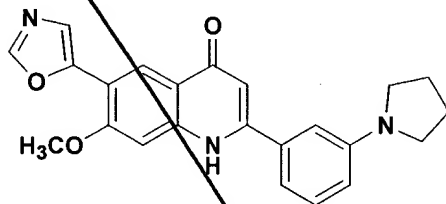
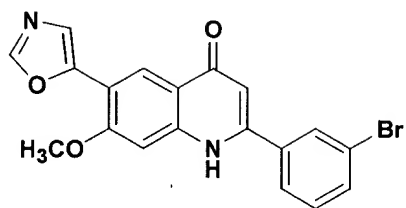


and R³ is hydrogen.

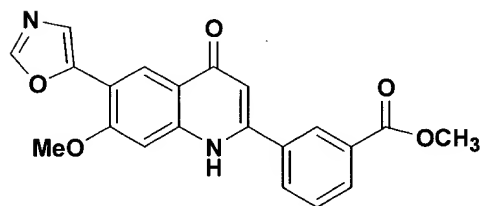
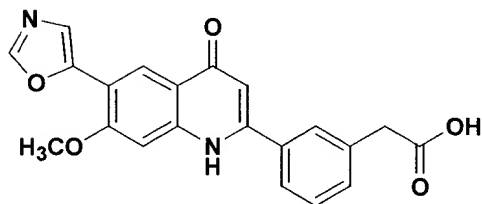
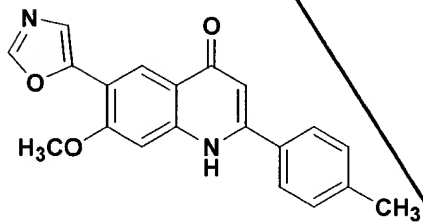
16. (amended) A compound of Claim 10 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates thereof selected from:



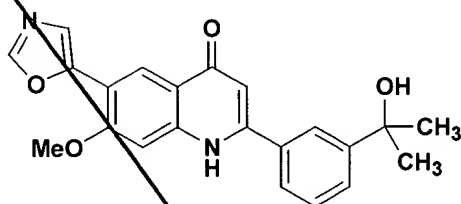
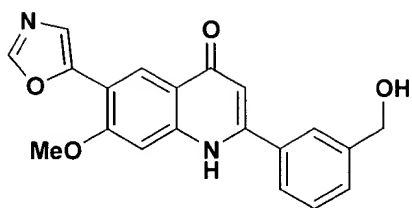
B¹
cont



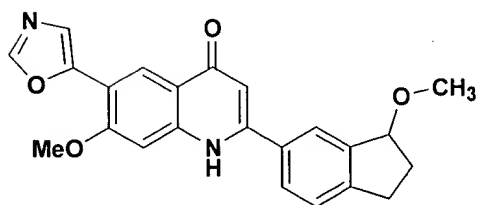
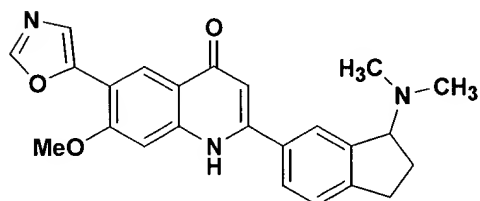
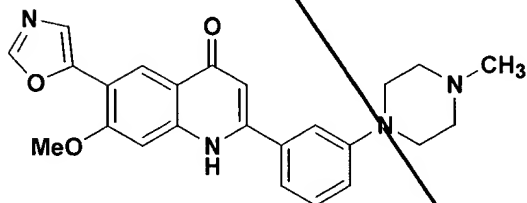
B²



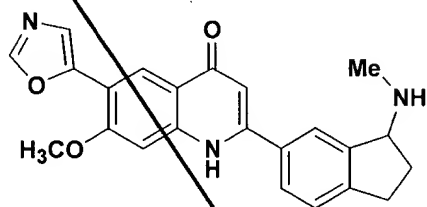
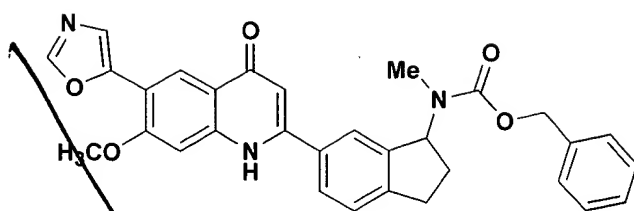
B¹
cont



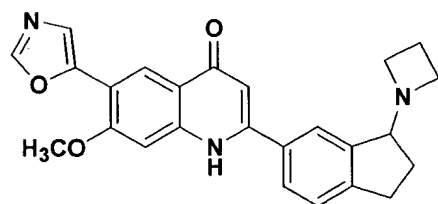
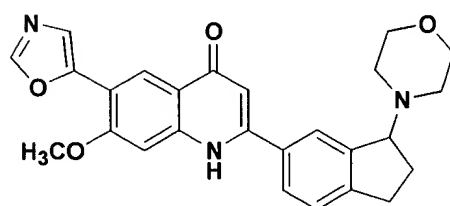
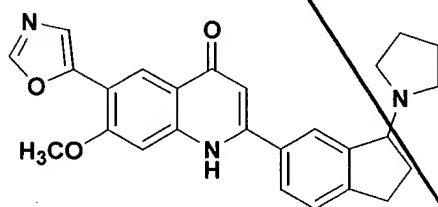
B²



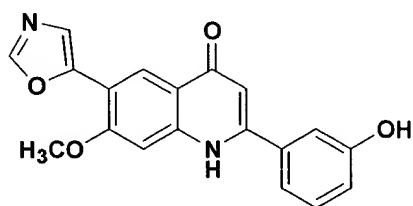
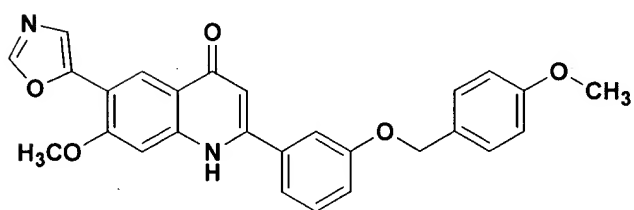
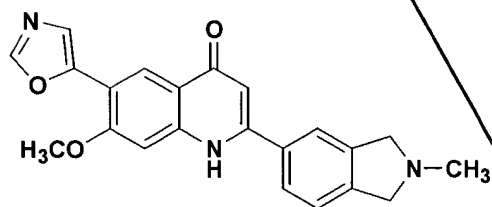
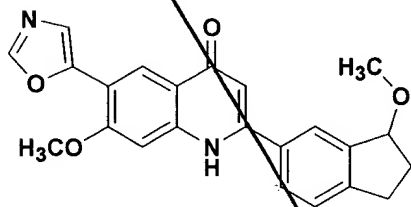
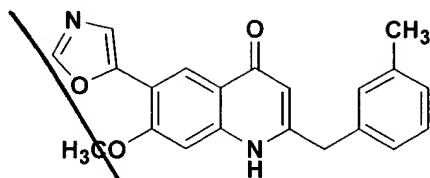
β^1
cont



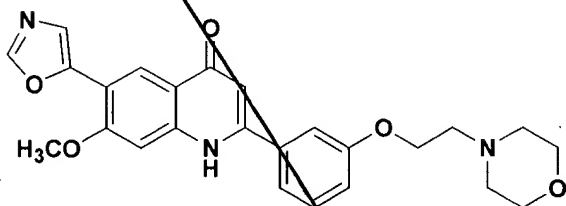
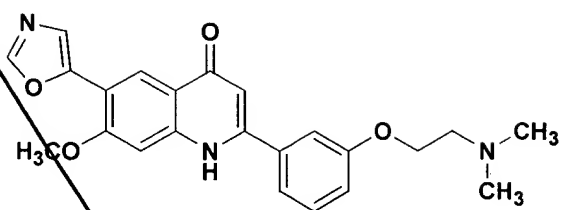
β^2



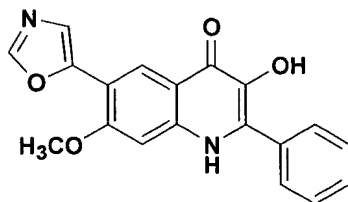
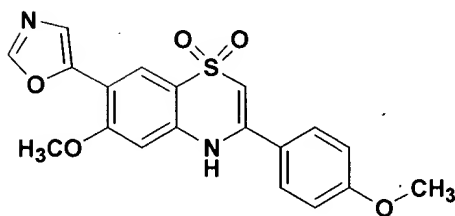
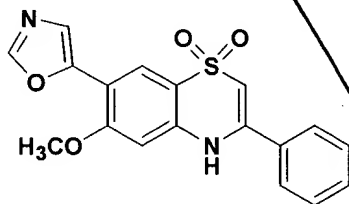
B1
cont



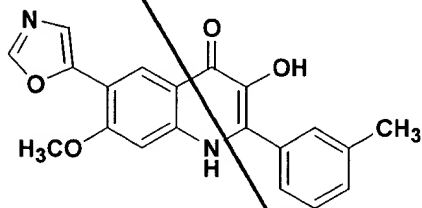
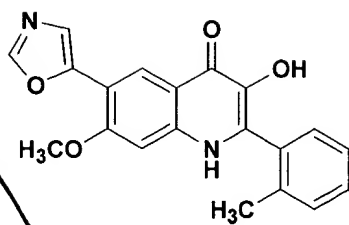
B¹
cont



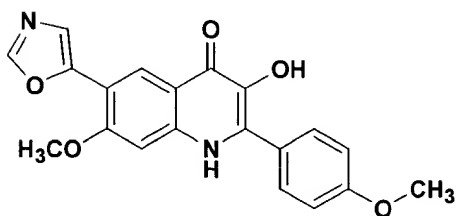
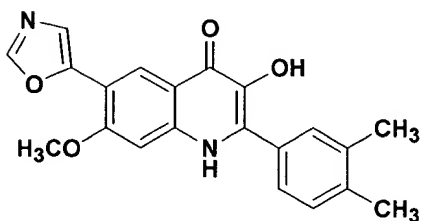
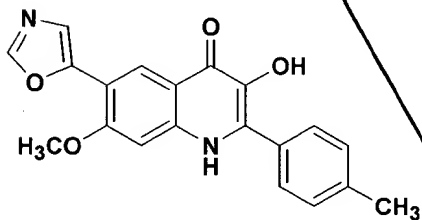
B²



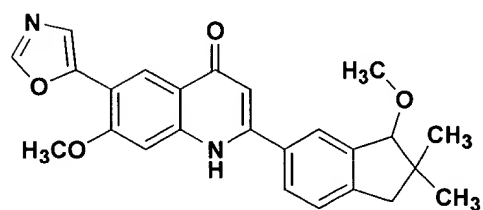
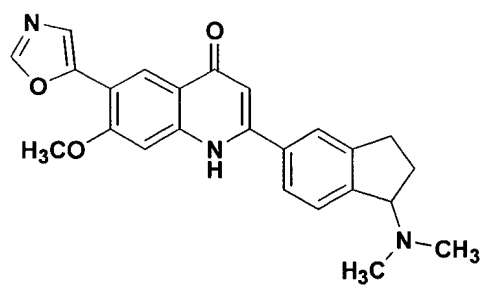
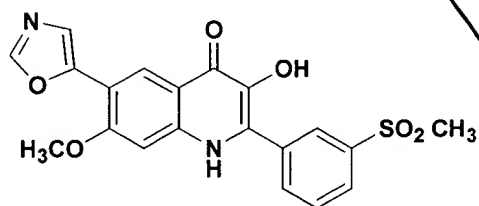
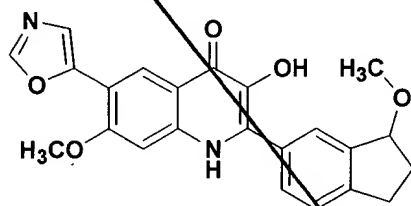
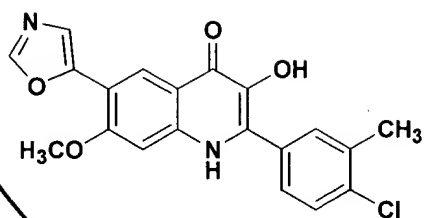
B¹
cont



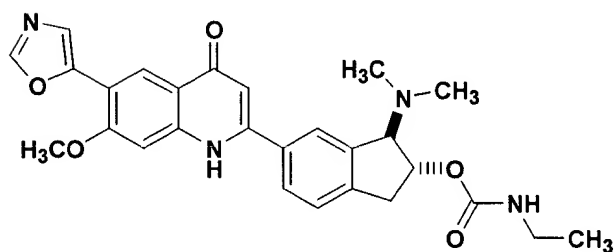
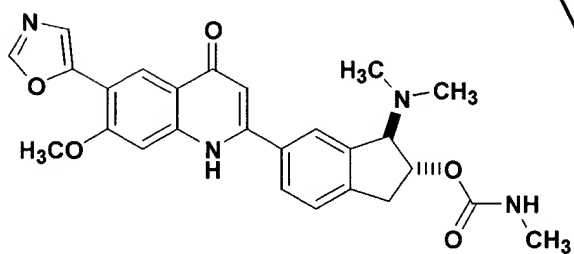
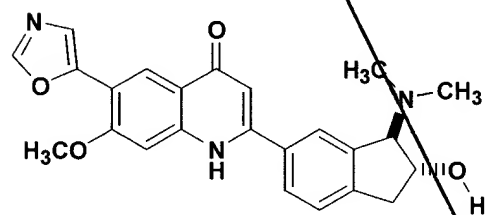
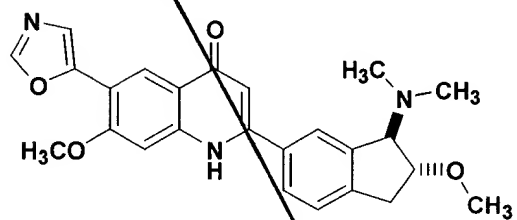
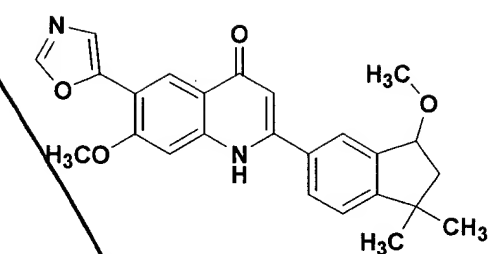
B²



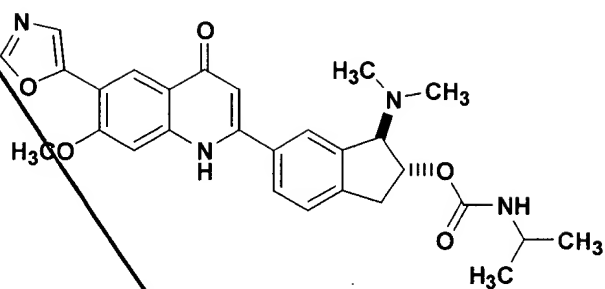
D¹
cont



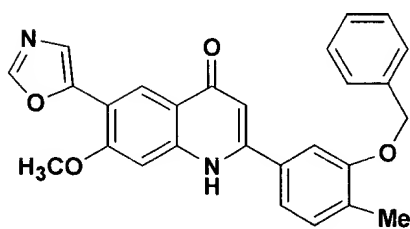
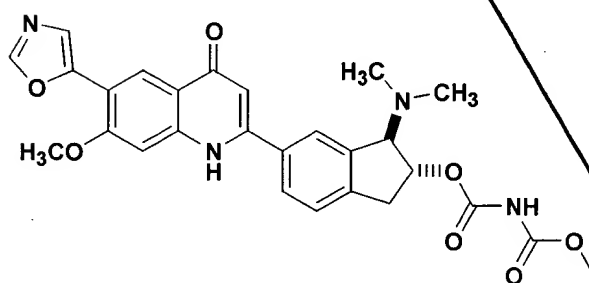
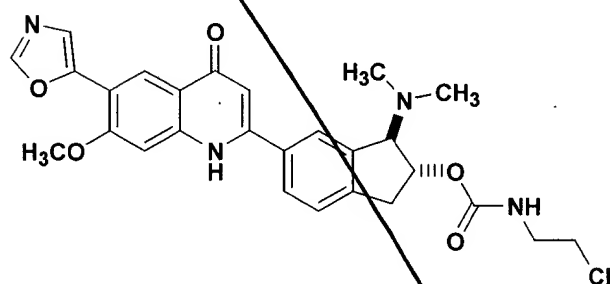
B1
cont



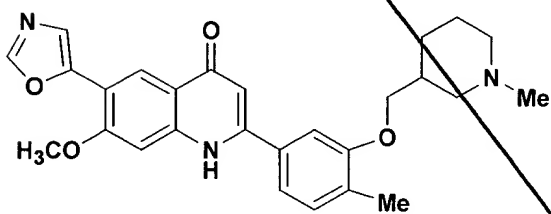
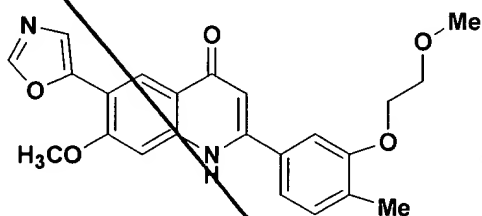
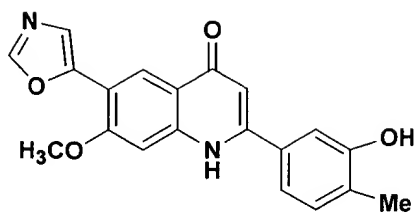
B¹
cont



B²

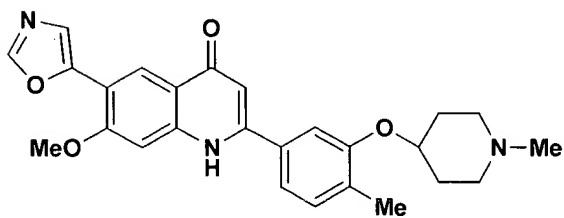
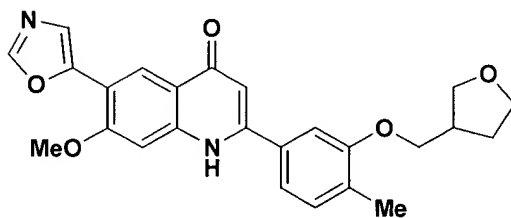
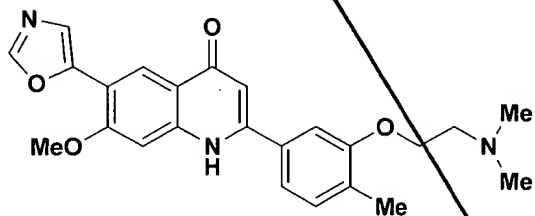
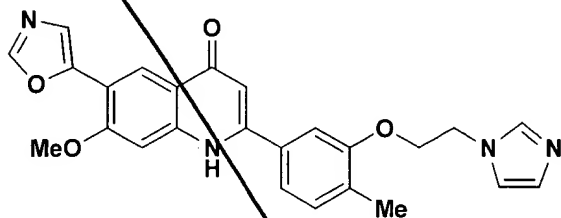
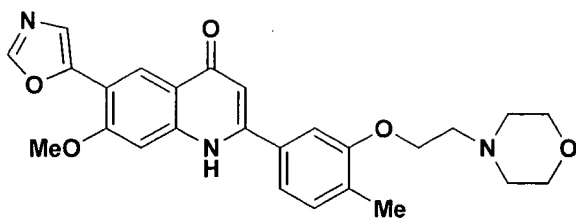


B1
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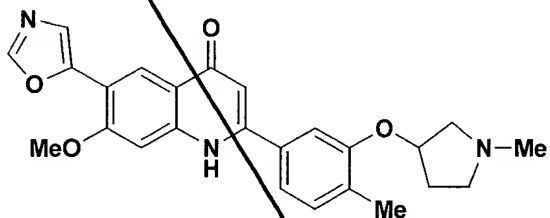
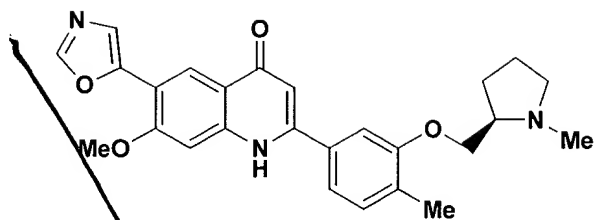


B1
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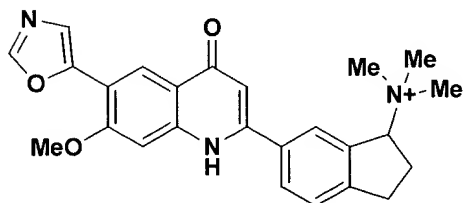
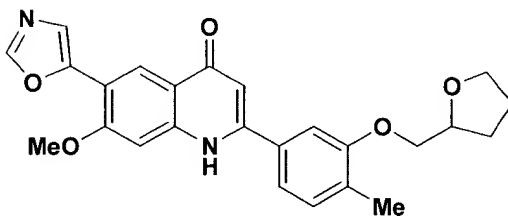
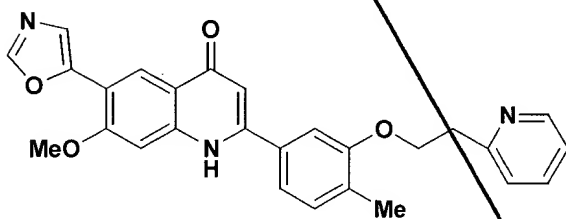
B2



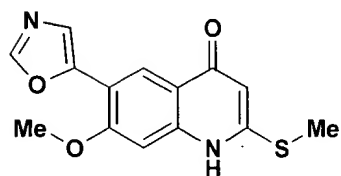
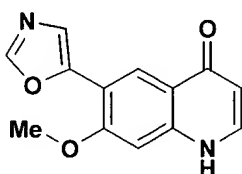
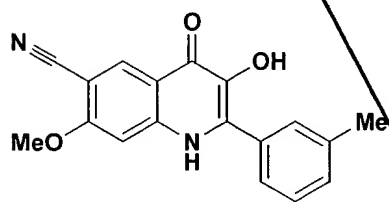
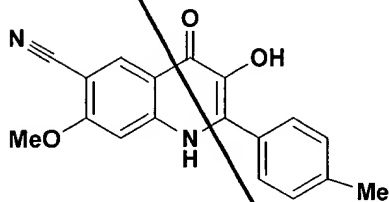
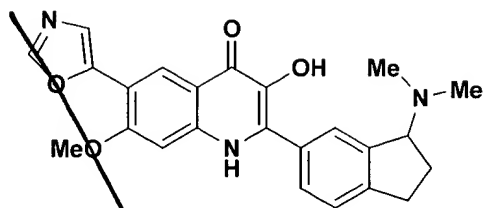
B¹
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B²

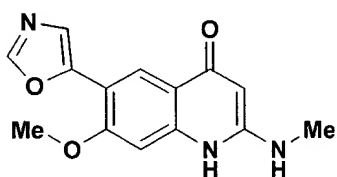
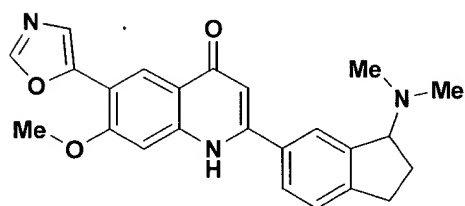
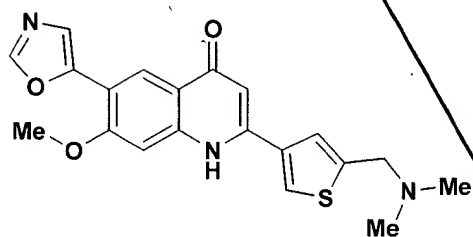
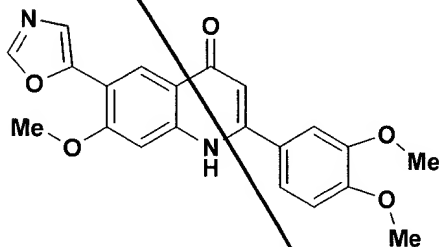
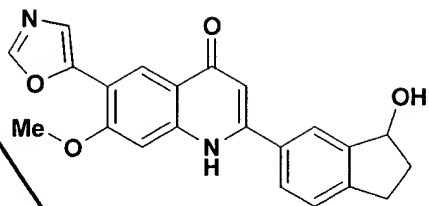


B¹
cont

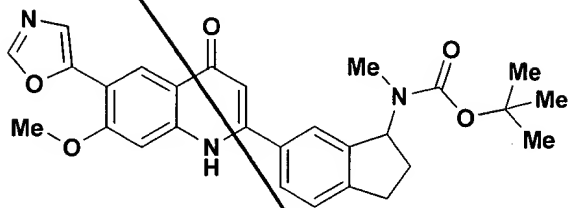
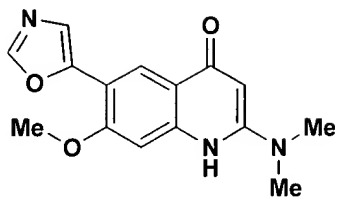


D1
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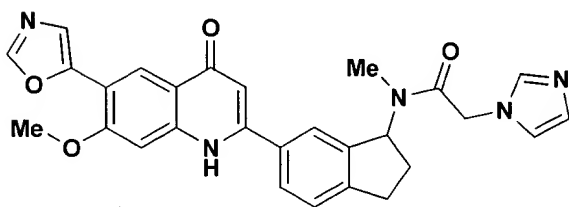
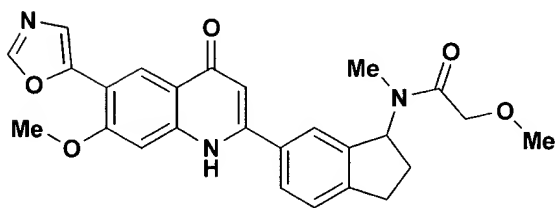
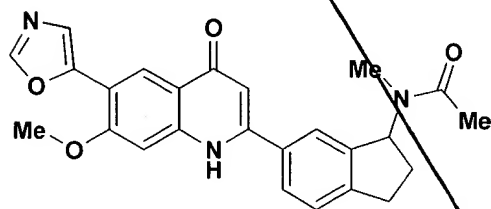
B2



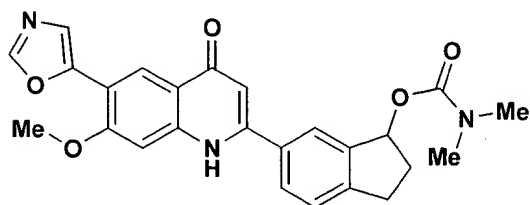
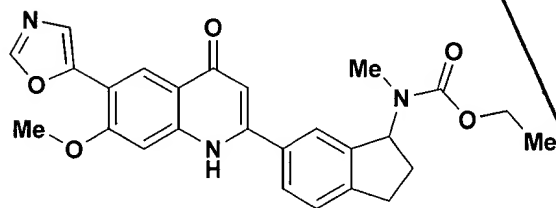
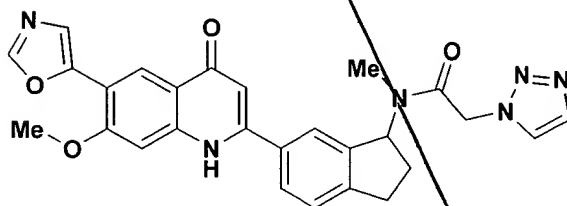
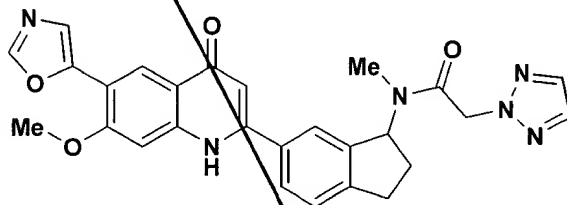
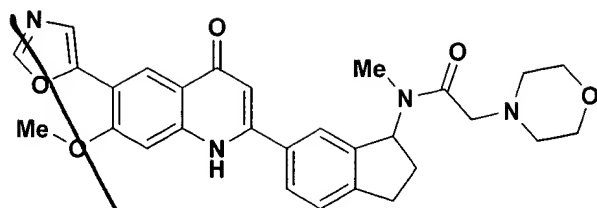
B¹
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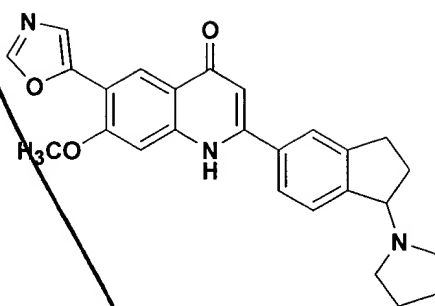
B²



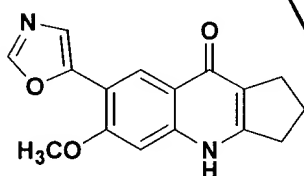
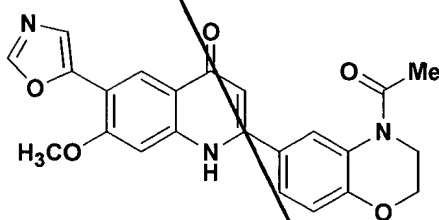
B1
Cont



B1
cont



B2



and

